

ANNUAL SHAREHOLDERS MEETING

WEDNESDAY FEBRUARY 27, 2013

9:30 A.M. AUDITORIUM

BRINY BREEZES, INC.

The Meeting was called to order by Director Foland.

Director Orfe led the Prayer and Director Foland led the Pledge of Allegiance

Auditor Donna Seidenberg discussed the Annual Financial Report and offered to answer any questions from the Board or stockholders.

Don Faron asked why the Audit was not included with the Notice of Annual Meeting to shareholders as required in our By-Laws. The auditor wasn't aware shareholders had not received a copy and the Manager was not made aware that the Audit was supposed to be sent with the meeting notice. Ms. Seidenberg recommended that any and all questions be sent to the Manager.

Included in the Auditors report was a statement that there was a \$20k deficit and Faron wanted to know how that was covered Response from Auditor was the Operating Fund. Faron also wanted figures from the Park Improvement Fund (\$225K) per Seidenberg, and the amount of cash not moved to the Improvement fund from the prior year (\$140K) again per Seidenberg. Director Foland apologized for the Board and the Manager, for not sending the Audit.

Director Foland announced the establishment of a quorum and closing of the Polls.

Director Malchuski stated 1st proof of Notice was posted and dated December 29, 2012; and the 2nd proof of notice was posted and dated February 5, 2013.

Roll call included the Following Directors in attendance: Foland, Orfe, Koplen, Malchuski, Stewart, Coyner, Coppola, and Oglesby.

General Manager Carl Forrest was also in attendance.

Minutes of the Annual Meeting February 29, 2012 were read and motion to approve by Director Orfe, 2nd Director Koplen, they were unanimously approved.

UNFINISHED BUSINESS—none

NEW BUSINESS

Director Foland announced that Resolution #1 to fund partial reserves at \$8 per share passed with 12,620 votes. Minimum votes required were 8009 or 51% of shares outstanding.

Resolution #2 also passed, using Reserves to fund emergencies. This resolution received 9045 votes.

Committee Reports:

Paul Stewart reported there had been 1 Corporation dance and that the Budget Funding did not allow for any more this year, he thanked all those who helped.

Bruce Koplen stated he had nothing to report.

Tom Oglesby reported that the voting Committee was functioning well, and thanked all who volunteered.

Marcia Malchuski did not currently Chair any committees so had nothing to report.

Barbara Orfe stated Nancy Aceto was in charge of the Swim Club Committee and all was going well. Sue Thaler was current Chairman of the Rules and By-Laws Committee, and would have information on progress in March, and that the Cable committee was currently working with Carl and wanted all complaints turned in to the Office, in the hope of finding a way to end the contract through the complaints.

Joe Coyner commented on the Marina and hopes for more effective marketing of our empty spaces, and that the Landscaping committee is in charge of reviewing the Landscapers Contract to decide what they want included in the new contract.

Frank Coppola (newly elected 2/25/13) is waiting to assess any new problems and be assigned specific areas.

Chuck Foland addressed the Strategic Planning Committee and introduced Dave Bayless who commented on the possibility of a Master Plan for the Corporation to work in conjunction with the Town Comprehensive Plan. He believes we need to select Professional Master Planners, with experience to assist us as we do not have that here in Briny. In the past, we have utilized the vast storehouse of knowledge that our residents have come forward and shared, but so far we have not had any Master Planners volunteer, as yet.

Sue Thaler requested comments be brought forward in regard to a re-vote on the By-Laws that were eliminated at the May 4, 2012 meeting that never were included again for shareholder vote. The resolutions were for rewording BL 13.25 and the Flamingo Seawall. The recommendation was made to place this on the January Ballot.

George Brinks commented on the pumps at Dock Drive and corrections that need to be made to mitigate the flooding in District 3.

Ira Friedman commented that we all need to appreciate that we live on the most Beautiful 42 acres in Florida.

Don Faron thanked Directors Foland, Orfe and welcomed new Directors Coppola, Gallacher, and Long.

There were no other shareholders comments and Director Orfe Motioned to adjourn 2nd by Director Malchuski.

Meeting adjourned at 10:55 A.M.

Respectfully Submitted,

Marcia Malchuski

Secretary, Board of Directors~Briny Breezes, Inc.

12/25/13